

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT NEW YORK

-----X
THOMAS H. LEE EQUITY FUND V, L.P.,
THOMAS H. LEE PARALLEL FUND V, L.P.,
and THOMAS H. LEE EQUITY (CAYMAN)
FUND V, L.P.,

Plaintiffs,

v.

MAYER, BROWN, ROWE & MAW LLP,

Defendant.
-----X

07 Civ. 6767 (GEL)

**DECLARATION OF
THOMAS G. WARD IN
SUPPORT OF MOTION TO
DISMISS OF MAYER BROWN
LLP, AN ILLINOIS LIMITED
LIABILITY PARTNERSHIP**

I, THOMAS G. WARD, declare as follows:

1. I am a partner of the law firm of Williams & Connolly LLP, attorneys for Defendant Mayer Brown LLP (formerly known as Mayer, Brown, Rowe & Maw LLP), an Illinois Limited Liability Partnership, in the above-captioned matter, and a member in good standing of the bar of this Court. I submit this declaration in support of the Motion to Dismiss of Mayer Brown LLP in the above-captioned matter.

2. Attached hereto as Exhibit A is a true and correct copy of the Equity Purchase and Merger Agreement Among Refco Group Ltd., LLC, Refco Group Holdings, Inc., THL Refco Acquisition Partners and Refco Merger LLC, dated June 8, 2004.

3. Attached hereto as Exhibit B is a true and correct copy of a diagram created by Defendant Mayer Brown LLP of the "round-trip loan transactions" as alleged in the Complaint.

4. Attached hereto as Exhibit C is a true and correct copy of the Brief for the United States as Amicus Curiae Supporting Affirmance in *Stoneridge Investment Partners, LLC v. Scientific-Atlanta*, No. 06-43 (Sup. Ct.).

I declare under penalty of perjury that the foregoing is true and correct.

Dated: Washington, D.C.
September 14, 2007

A handwritten signature in black ink, reading "Thomas G. Ward". The signature is fluid and cursive, with the first letters of the first and last names being capitalized and prominent.

Thomas G. Ward (TW-6255)
WILLIAMS & CONNOLLY LLP
725 Twelfth Street, N.W.
Washington, D.C. 20005
(202) 434-5000

Counsel for Defendant Mayer Brown LLP